

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA**

In re:)	
)	Chapter 11
)	
CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹)	Case No. 08-35653 (KRH)
)	
Debtors.)	Jointly Administered
)	

**SECOND ORDER UNDER BANKRUPTCY CODE
SECTIONS 105(a), 327(a), 328, AND 1107
AND BANKRUPTCY RULE 2014(a) EXPANDING THE SCOPE
OF EMPLOYMENT AND RETENTION OF ERNST & YOUNG LLP**

Upon the second supplemental application (the "Supplemental Application")² of the Debtors for an order pursuant to sections 105(a), 327(a), 328, and 1107 of the Bankruptcy Code, authorizing them to expand the scope of employment and retention of Ernst & Young LLP ("E&Y LLP") to include additional tax advisory services, effective as of March 11, 2009; and it appearing that due and adequate notice of the Supplemental Application was given and that no other notice need be given;

¹ The Debtors are the following entities: The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

² Capitalized terms used but not defined herein shall have the meaning set forth in the Supplemental Application.

and it appearing that the relief requested in the Supplemental Application is in the best interest of the Debtors' estates and their creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Supplemental Application in this District is proper pursuant to 29 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Supplemental Application is in best interests of the Debtors, their estates and their creditors; and after due deliberation thereon and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Supplemental Application is GRANTED.
2. In accordance with sections 327(a) and 328(a) of the Bankruptcy Code, the Debtors are authorized to expand the scope of E&Y LLP's employment and retention in these cases for E&Y LLP to provide additional tax advisory services, effective as of March 11, 2009 on the terms set forth in the Supplemental Application.
3. E&Y LLP shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local Rules as may then be

applicable, from time to time, and such procedures as may be fixed by order of this Court.

4. Notwithstanding the possible applicability of Rules 6004(g), 7062, and 9014 of the Bankruptcy Rules, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Supplemental Application is hereby waived.

6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2009

United States Bankruptcy Judge

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors and Debtors in Possession

/s/ Robert B. Van Arsdale
Robert B. Van Arsdale
Office of the United States Trustee
Richmond, Virginia Office
701 East Broad Street, Suite 4304
Richmond, VA 23219-1888
(804) 771-2310

The United States Trustee

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley